

# Michigan Gaming Control Board

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1500 Abbott Road, Suite 400, East Lansing, MI 48823



## Institutional Investor Waiver Form NON 206c

## Institutional Investor Waiver Form – NON 206c

This waiver form is authorized under the Michigan Gaming Control and Revenue Act ("Act"), 1997 PA 69, MCL 432.201 et. seq. and Resolution No. 2001-02 of the Michigan Gaming Control Board ("Board").

This form is to be used by institutional investors that do not meet the standards for waiver of eligibility and suitability requirements set forth in MCL 432.206c(1) of the Act, provided that the institutional investor:

- Holds not more than a 15% direct or indirect interest in a casino or supplier licensee or applicant.
- Does not hold securities representing a percentage of the outstanding debt of the casino or supplier licensee or applicant exceeding 20%, or a percentage of any issue of the outstanding debt of the casino or supplier licensee or applicant exceeding 50%.

**(NOTE:** This form is not for use by a chartered or licensed financial institution or an institutional investor in a publicly traded affiliate of a casino applicant or licensee.)

### DEFINITIONS

The term "Applicant" in this form means an institutional investor subject to the eligibility and suitability requirements provided for under the Act and Rules.

The term "Institutional investor" in this form means any retirement fund administered by a public agency for the exclusive benefit of federal, state, or local public employees, an employee benefit plan, or pension fund that is subject to the employee retirement income security act of 1974, as amended, an investment company registered under the investment company act of 1940, title I of chapter 686, 54 Stat. 789, 15 U.S.C. 80a-1 to 80a-3 and 80a-4 to 80a-64, a collective investment trust organized by a bank under part 9 of the rules of the comptroller of the currency, a closed end investment trust, a chartered or licensed life insurance company or property and casualty insurance company, a chartered or licensed financial institution, an investment advisor registered under the investment advisers act of 1940, title II of chapter 686, 54 Stat. 847, 15 U.S.C. 80b-1 to 80b-21, or any other person as the board may determine for reasons consistent with the Act.

The term "security" in this form means any equity or debt instrument representing a source of funds provided to a casino or supplier licensee or applicant or an affiliated company that has any relationship to the financing of the casino or supplier licensee or applicant.

### INSTRUCTIONS

The Applicant must provide the Board with full and complete information, documents, materials and certifications as requested in the waiver form, to the best of the Applicant's knowledge and at the Applicant's sole expense. The Board will not process or otherwise consider the Applicant's request for waiver of eligibility and suitability requirements until full and complete information, documents, materials and certifications are provided. **Any misrepresentation or omission is grounds for denial of the requested waiver or disciplinary action authorized under the Board's administrative rules.**

This waiver form has been copied onto the enclosed diskette and is formatted in Microsoft Word 2000. Please use this diskette to complete the waiver form. The Applicant must submit its **signed original waiver form** to the Board's East Lansing office.

\*\*\*Please do not use any staples or binders. Paperclips and binder clips are acceptable.\*\*\*

# **Institutional Investor Waiver Form – NON 206c**

## **Part I – Applicant Information**

1. Name of Applicant:

2. D/B/A or Trade Name:

3. FEIN:

4. Business Address (do not enter P.O. Box):

Street:

City:

State:

Zip Code:

Country:

Telephone Number: (    )

Fax Number: (    )

5. Mailing Address (if different than Business Address):

Street:

City:

State:

Zip Code:

Country:

6. Name of Person to be contacted in reference to this form (Last, First, Middle Initial):

Mr. ☐ Ms. ☐

Business Address:

Street:

City:

State:

Zip Code:

Country:

Telephone Number: (    )

Fax Number: (    )

7. The Applicant ☐ is an institutional investor in: (name of Supplier Applicant or Licensee)

**or**

☐ intends to be an institutional investor in: (name of Supplier Applicant or Licensee)

8. The Applicant ☐ holds the following percentage of securities:

**or**

☐ intends to hold the following percentage of securities:

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### **Part II – Investment Information**

1. Describe in detail the type of securities involved (e.g. share, certificate, mortgage, bond, indenture, note).
2. State the amount of the investments in the securities described above as a percentage of your total assets.
3. Describe the type of the Applicant's business organization (e.g. corporation, partnership, trust).
4. State the basis for defining the Applicant as an "institutional investor."
5. Provide as **Exhibit 1** a list of the names, social security numbers, tax identification numbers, titles, addresses, and telephone numbers of all Applicant's officers, directors or their equivalent, and any other person that has direct control over or the power to direct or control the above described investment securities.
6. Provide as **Exhibit 2** the names, social security numbers, tax identification numbers, titles, addresses, and telephone numbers of each person who has a greater than 5% interest in the Applicant's voting securities (5% if the Applicant is publicly traded).
7. Provide as **Exhibit 3** a list of all of the Applicant's affiliates that have a greater than 5% interest in the Applicant.
8. Provide as **Exhibit 4** a list of all equity securities of the person in which the Applicant has acquired an interest subject to this waiver application that are or were, directly or indirectly, beneficially owned by the Applicant or its affiliates within the preceding 1-year period. This list shall set forth a description of the securities, the amount of the securities, and the date of the acquisition or sale, or both.
9. Provide as **Exhibit 5** a list of all regulatory agencies with which the Applicant or any affiliate files periodic reports and the name, address, and telephone number of the person, if known, to contact at each agency regarding the Applicant.
10. Provide as **Exhibit 6** a copy of any filing under 15 U.S.C. § 18a with respect to the acquisition or proposed acquisition.
11. Provide as **Exhibit 7** a current certificate from any regulatory agency related to the conduct of Applicant's investment activities, certifying Applicant is authorized to conduct the investment activities and in good standing.

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### **Part III – Additional Information**

1. State whether the Applicant, its affiliates, and any current officer or director, or any former officer or director whose tenure ended within the preceding 12 months has been subject to criminal or regulatory sanctions imposed during the preceding 10 years. As to a former officer or director, such information need be provided only to the extent that it relates to actions arising out of or during such person's tenure with the Applicant or its affiliates.
2. State whether there have been any administrative or court proceedings filed by any regulatory agency during the preceding 5 years against the Applicant, its affiliates, and any current officer or director, or any former officer or director whose tenure ended within the preceding 12 months. As to a former officer or director, such information need be provided only to the extent that it relates to actions arising out of or during such person's tenure with the Applicant or its affiliates.
3. State whether the Applicant has ever been denied, restricted, suspended, revoked, or not renewed as to any license or certificate applied for, or granted or issued by, any licensing authority in Michigan or any other jurisdiction.
4. State whether the Applicant obtained funds from another source for purposes of financing the acquisition of the securities involved in this transaction. If so, identify the source and amount of funds.

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**Part IV – Certification Information**

**CERTIFICATION**

State of           SS:

County of           .

I,                   , being first duly sworn upon oath and under the penalty of perjury, depose and state,

That, the Applicant has purchased and holds and/or has held or will hold the securities of                   for investment purposes only in the ordinary course of business as an institutional investor and not for the purpose of causing, directly or indirectly, the election of a majority of the Board of Directors or any change in the corporate charter, bylaws, management, policies, or operations of the person in which Applicant has acquired the interest.

That, the Applicant has no intention of influencing or affecting the affairs of the issuer, the casino or supplier applicant or licensee and its affiliate or affiliated company.

That, the Applicant agrees to be bound by and comply with the Act, to be subject to the jurisdiction of the courts of Michigan, and to choose Michigan as the forum if a dispute, question, or controversy arises under the Act.

That, the Applicant agrees to notify the Board in writing of any purchase, sale or any other acquisition or disposition of any security described herein. Said notification to occur within 15 business days of the date of the consummated transaction. The notification will also include the date of transaction, number of shares or units transacted, nature of transaction, i.e. buy or sell, etc., and name of other party to the transaction.

That, the Applicant agrees to provide, upon request, any information and documentation as may be required by the Board to establish and determine the identity, eligibility, suitability, and qualification of the Applicant or any other person associated with the Applicant.

That, all of the representations and information as presented in this application are accurate as of the time the disclosure is accepted as filed by the Board.

That, any material changes to this application will be filed in writing with the Board without undue delay.

I have full authority to execute this affidavit of full disclosure on behalf of the Applicant and otherwise bind the Applicant to the above. The basis of my authority is set forth as follows:                   .

\_\_\_\_\_  
(Name of Institution)

\_\_\_\_\_  
(Individual Signature)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Title)

Address:

Street:

City:

State:

Zip Code:

Country:

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared                   and acknowledged the execution of the foregoing instrument as his/her voluntary act and deed.

WITNESS, my hand and Notary Seal, this                   day of                   , of                   .

\_\_\_\_\_  
Notary Public, (Written Signature)